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Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation HENDERSON FOUNDATION C/O BARCLAY HENDERSON		A Employer identification number 04-6051095
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 420	Room/suite	B Telephone number 978-443-4646
City or town, state, and ZIP code SUDBURY, MA 01776		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,327,176.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		179,679.	179,670.		STATEMENT 2
5a Gross rents		13,549.	13,549.		STATEMENT 3
b Net rental income or (loss) 13,549.					
6a Net gain or (loss) from sale of assets not on line 10		60,728.			
b Gross sales price for all assets on line 6a 709,383.					
7 Capital gain net income (from Part IV, line 2)			60,728.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,425.	1,425.		STATEMENT 4
12 Total. Add lines 1 through 11		255,382.	255,373.		
13 Compensation of officers, directors, trustees, etc		13,622.	6,811.		6,811.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		1,704.	1,534.		170.
b Accounting fees STMT 6		12,000.	10,800.		1,200.
c Other professional fees					
17 Interest					
18 Taxes STMT 7		6,185.	6,060.		125.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publication					
23 Other expenses STMT 8		72,029.	65,181.		6,848.
24 Total operating and administrative expenses. Add lines 13 through 23		105,540.	90,386.		15,154.
25 Contributions, gifts, grants paid		279,000.			279,000.
26 Total expenses and disbursements. Add lines 24 and 25		384,540.	90,386.		294,154.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<129,158.>			
b Net investment income (if negative, enter -0-)			164,987.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

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Operating and Administrative Expenses

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	72,512.	135,649.	135,649.
	2 Savings and temporary cash investments	189,630.	404,922.	404,922.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		11,419.	11,419.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	7,258,428.	7,053,776.	10,413,295.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	477,574.	310,422.	351,616.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER ASSETS)	9,996.	10,275.	10,275.
	16 Total assets (to be completed by all filers)	8,008,140.	7,926,463.	11,327,176.
	17 Accounts payable and accrued expenses		35,287.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	35,287.	
	24 Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	8,008,140.	7,891,176.	
	25 Unrestricted			
26 Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	8,008,140.	7,891,176.		
31 Total liabilities and net assets/fund balances	8,008,140.	7,926,463.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,008,140.
2 Enter amount from Part I, line 27a	2	<129,158.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	37,705.
4 Add lines 1, 2, and 3	4	7,916,687.
5 Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCES	5	25,511.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,891,176.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 709,383.		685,649.	60,728.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			60,728.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	60,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	190,662.	8,286,772.	.023008
2008	463,520.	9,397,902.	.049322
2007	541,792.	11,485,938.	.047170
2006	386,646.	10,666,172.	.036250
2005	682,019.	10,328,818.	.066031

2 Total of line 1, column (d)	2	.221781
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044356
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	10,206,864.
5 Multiply line 4 by line 3	5	452,736.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,650.
7 Add lines 5 and 6	7	454,386.
8 Enter qualifying distributions from Part XII, line 4	8	294,154.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,300.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,300.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,300.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 11,545.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	11,545.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	8,245.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 8,245. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► ERNEST HENDERSON III Telephone no. ► 978-443-4646 Located at ► PO BOX 420, SUDBURY, MA ZIP+4 ► 01776			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4a	X
	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST HENDERSON III	TRUSTEE			
P.O. BOX 420				
SUDBURY, MA 01776	1.00	0.	0.	0.
JOSEPH PETRONE	TRUSTEE			
P.O. BOX 1037				
DUBLIN, NH 03444	1.00	0.	0.	0.
BARCLAY HENDERSON	TRUSTEE			
P.O. BOX 420				
SUDBURY, MA 01776	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,587,631.
b	Average of monthly cash balances	1b	401,357.
c	Fair market value of all other assets	1c	373,310.
d	Total (add lines 1a, b, and c)	1d	10,362,298.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,362,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	155,434.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,206,864.
6	Minimum investment return. Enter 5% of line 5	6	510,343.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	510,343.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,300.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,300.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	507,043.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	507,043.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	507,043.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	294,154.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,154.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	294,154.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				507,043.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			37,143.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 294,154.				
a Applied to 2009, but not more than line 2a			37,143.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				257,011.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				250,032.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

HENDERSON FOUNDATION
C/O BARCLAY HENDERSON

Form 990-PF (2010)

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:

ERNEST HENDERSON III,, 978-443-4646
P.O.BOX 420, SUDBURY, MA 01776

- b The form in which applications should be submitted and information and materials they should include:

LETTER, INCLUDING REASON FOR NEED AND INTERNAL REVENUE SERVICE EXEMPTION

- c Any submission deadlines:

NONE

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

HENDERSON FOUNDATION
C/O BARCLAY HENDERSON
Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 11				
Total			▶ 3a	279,000.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

2010.04050 HENDERSON FOUNDATION C/O BA 66000062

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|------------|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|-----------|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

JOHN P. MCGOVERN

JOHN P. MCGOVERN

11/09/11

Firm's name ► **RODMAN & RODMAN, P.C.**

Firm's EIN ▶

Firm's address ► 3 NEWTON EXECUTIVE PARK
NEWTON, MA 02462-1433

Phone no. (617) 965-5959

Form **990-PF** (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 490 ADOBE SYSTEMS INC - CREDIT SUISSE 3992			04/17/09	02/04/10
b 518 ROGERS COMMUNICATIONS - CREDIT SUISSE 3992			02/01/06	02/02/10
c 297 KELLOGG CO - CREDIT SUISSE 3992			04/17/09	03/08/10
d 411 PUBLIC SVC ENTERPRISE GROUP - CREDIT SUISSE 3			04/17/09	03/08/10
e 196 FRANKLIN RESOURCES INC - CREDIT SUISSE 3992			06/14/06	03/17/10
f 253 AMGEN INC - CREDIT SUISSE 3992			04/17/09	05/26/10
g 188.135 PFIZER INC - CREDIT SUISSE 3992			10/15/09	06/25/10
h 429.865 PFIZER INC -CREDIT SUISSE 3992			04/17/09	06/25/10
i 0.43 EXXON MOBIL CORP - CREDIT SUISSE 3992			03/27/06	06/28/10
j 73 BLACKROCK INC - CREDIT SUISSE 3992			03/17/10	07/01/10
k 929 EMC CORP - CREDIT SUISSE 3992			04/17/09	07/21/10
l 122 FRONTIER COMMUNICATIONS CORP - CREDIT SUISSE			11/05/09	07/08/10
m 0.66 FRONTIER COMMUNICATIONS CORP- CREDIT SUISSE			11/05/09	07/08/10
n 395 MEDITRONIC INC - CREDIT SUISSE 3992			11/05/09	09/02/10
o 173 ENTERGY CORP - CREDIT SUISSE 3992			07/15/09	09/23/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,823.		11,814.	4,009.
b 16,154.		11,458.	4,696.
c 15,617.		11,817.	3,800.
d 12,640.		12,029.	611.
e 21,998.		15,905.	6,093.
f 12,957.		12,118.	839.
g 2,722.		3,322.	<600.>
h 6,220.		6,099.	121.
i 25.		21.	4.
j 10,257.		16,512.	<6,255.>
k 18,208.		11,882.	6,326.
l 887.		927.	<40.>
m 5.		5.	0.
n 12,795.		15,053.	<2,258.>
o 13,259.		12,974.	285.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,009.
b			4,696.
c			3,800.
d			611.
e			6,093.
f			839.
g			<600.>
h			121.
i			4.
j			<6,255.>
k			6,326.
l			<40.>
m			0.
n			<2,258.>
o			285.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	156 HEWLETT PACKARD CO - CREDIT SUISSE 3992		03/08/10	09/28/10
b	155 HEWLETT PACKARD CO - CREDIT SUISSE 3992		03/08/10	10/01/10
c	510 AMYLIN PHARMACEUTICALS INC - CREDIT SUISSE 39		10/04/10	10/20/10
d	203 OCCIDENTAL PETE CORP - CREDIT SUISSE 3992		04/17/09	10/20/10
e	502 HALIBURTON CO - CREDIT SUISSE 3992		10/19/09	10/28/10
f	99 FREEPORT MCMORAN COPPER & GOLD INC - CREDIT SU		04/17/09	12/01/10
g	99 POLO RALPH LAUREN CORP - CREDIT SUISSE 3992		07/15/09	12/01/10
h	7000 PUBLIC STORAGE DEPOSITORY - CREDIT SUISSE 19		04/06/01	04/15/10
i	0.5 COMMONWEALTH REIT - CREDIT SUISSE 1963		03/14/97	07/01/10
j	50000 CREDIT SUISSE HIGH YIELD BOND - CREDIT SUIS		07/28/98	10/04/10
k	583.77 PIMCO FOREIGN BOND - CREDIT SUISSE 7907		VARIOUS	04/20/10
l	8927.84 PIMCO FOREIGN BOND - CREDIT SUISSE 7907		VARIOUS	04/20/10
m	2000 EATON VANCE NON-VOTING - MAYFLOWER		VARIOUS	07/01/10
n	3900 ELAN PLC ADR - MAYFLOWER		VARIOUS	07/01/10
o	2000 UNICA CORP - ALEX BROWN		10/31/05	10/07/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,484.		8,076.	<1,592.>
b 6,334.		8,024.	<1,690.>
c 5,387.		10,825.	<5,438.>
d 16,319.		12,046.	4,273.
e 15,416.		15,487.	<71.>
f 10,368.		4,582.	5,786.
g 10,948.		5,263.	5,685.
h 171,500.		166,250.	5,250.
i		38.	<38.>
j 3,085.		23,701.	<20,616.>
k 6,053.		5,830.	223.
l 92,577.		93,175.	<598.>
m 54,590.		10,011.	44,579.
n 17,673.		135,130.	<117,457.>
o 42,000.		21,528.	20,472.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,592.>
b			<1,690.>
c			<5,438.>
d			4,273.
e			<71.>
f			5,786.
g			5,685.
h			5,250.
i			<38.>
j			<20,616.>
k			223.
l			<598.>
m			44,579.
n			<117,457.>
o			20,472.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3000 UNICA CORP - ALEX BROWN			02/07/08	10/07/10
b ESCROW GOLDEN POND HEALTHCARE INC LIQUIDATION			VARIOUS	08/20/10
c DBAB VENTURE INVESTORS FUND K-1			VARIOUS	12/31/10
d DBAB VENTURE INVESTORS FUND K-1			VARIOUS	12/31/10
e CAPITAL GAINS DIVIDENDS				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 63,000.		23,747.	39,253.
b 380.			380.
c			511.
d			36,483.
e 27,702.			27,702.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			39,253.
b			380.
c			511.
d			36,483.
e			27,702.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	60,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA MONEY MARKET	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHEVRON TEXACO	43,736.	0.	43,736.
CREDIT SUISSE 1963	67,707.	27,687.	40,020.
CREDIT SUISSE 3992	10,147.	0.	10,147.
CREDIT SUISSE 7907	25,474.	15.	25,459.
DBAB VENTURE INVESTORS FUND K-1	8,732.	0.	8,732.
DEUTSCHE BANK ALEX BROWN	7,578.	0.	7,578.
EQUITY RESOURCE INVESTMENTS K-1	313.	0.	313.
MAYFLOWER ADVISORS, LLC	25,831.	0.	25,831.
NATIXIS	4,654.	0.	4,654.
SCHLUMBERGER LTD	11,424.	0.	11,424.
UBS	1,785.	0.	1,785.
TOTAL TO FM 990-PF, PART I, LN 4	207,381.	27,702.	179,679.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
EQUITY RESOURCE INVESTMENTS K-1	1	13,549.
TOTAL TO FORM 990-PF, PART I, LINE 5A		13,549.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITY RESOURCE INVESTMENTS OTHER INVESTMENT INCOME	193.	193.	
EQUITY RESOURCE INVESTMENTS K-1 ORDINARY INCOME	119.	119.	
DBAB VENTURE INVESTORS FUND K-1 OTHER INCOME	1.	1.	
DBAB VENTURE INVESTORS FUND K-1 ORDINARY LOSS	<388.>	<388.>	
DBAB VENTURE INVESTORS FUND K-1 1231 GAIN (LOSS)	<1.>	<1.>	
CREDIT SUISSE 3992 OTHER INCOME	15.	15.	
MISCELLANEOUS	1,486.	1,486.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,425.	1,425.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,704.	1,534.		170.
TO FM 990-PF, PG 1, LN 16A	1,704.	1,534.		170.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,000.	10,800.		1,200.
TO FORM 990-PF, PG 1, LN 16B	12,000.	10,800.		1,200.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEE	125.	0.		125.	
FOREIGN TAXES WITHHELD	1,873.	1,873.		0.	
TAXES - OTHER	4,187.	4,187.		0.	
TO FORM 990-PF, PG 1, LN 18	6,185.	6,060.		125.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOOKKEEPING AND OFFICE EXPENSES	40,733.	36,660.		4,073.	
BROKER FEES	6,597.	6,597.		0.	
DBAB VENTURE INVESTORS FUND K-1 INVESTMENT EXPENSES	16,463.	16,463.		0.	
DBAB VENTURE INVESTOR FUND K-1 INVESTMENT INTEREST EXPENSE	3,951.	3,951.		0.	
DBAB VENTURE INVESTOR FUND K-1 ORDINARY LOSS	2.	2.		0.	
DBAB VENTURE INVESTOR FUND K-1 OTHER PORTFOLIO DEDUCTIONS	198.	198.		0.	
EQUITY RESOURCE INVESTMENTS OTHER PORTFOLIO DEDUCTIONS	1,310.	1,310.		0.	
MISCELLANEOUS	2,775.	0.		2,775.	
TO FORM 990-PF, PG 1, LN 23	72,029.	65,181.		6,848.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,053,776.	10,413,295.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,053,776.	10,413,295.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS/LLC	FMV	310,422.	351,616.
TOTAL TO FORM 990-PF, PART II, LINE 13		310,422.	351,616.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCURACY IN THE MEDIA 4455 CONNECTICUT AVE N.W. #330 WASHINGTON, DC, DC 20008	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
AMERICAN CONSERVATIVE UNION FOUNDATION 1007 CAMERON ST ALEXANDRIA, VA 22314	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
AMERICAN FOREIGN POLICY COUNCIL 1521 16TH ST N.W. WASHINGTON, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
AMERICAN STUDIES CENTER 1100 NORTH GLEBE ROAD, SUITE 900 ARLINGTON, VA 22201	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
BARD COLLEGE PO BOX 5000 ANNADALEONHUDSON, NY 12504	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
BAY PATH ELDER SERVICES, INC. 33 BOSTON POST ROAD WEST MARLBOROUGH, MA 01752	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
BELMONT HILL SCHOOL 350 PROSPECT ST BELMONT, MA 02478	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
BOSTON BIOMEDICAL RESEARCH INSTITUTE 64 GROVE STREET WATERTOWN, MA 02472	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	25,000.

BOSTON LIVING CENTER 29 STANHOPE STREET BOSTON, MA 02116	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE, PO BOX 152079 IRVING, TX 75015	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
CAMBRIDGE ELLIS SCHOOL 80 TROWBRIDGE STREET CAMBRIDGE, MA 02138	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
CAPE COD HOSPITAL FOUNDATION PO BOX 370 HYANNIS, MA 02601	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
CAPITAL RESEARCH CENTER 1513 16TH STREET N.W. WASHINGTON, DC 20007	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
CENTER FOR MILITARY READINESS PO BOX 51600 LIVONIA, MI 48151	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	4,000.
DARTMOUTH COLLEGE DARTMOUTH COLLEGE HANNOVER, NH 03755	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	8,000.
DEFENSE FORUM FOUNDATION 3014 CASTLE ROAD FALLS CHURCH, VA 22044	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
DUBLIN CHRISTIAN ACADEMY PO BOX 521 DUBLIN, NH 03444	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

HENDERSON FOUNDATION C/O BARCLAY HENDERS

04-6051095

DUBLIN SCHOOL NEW HARRISVILLE RD DUBLIN, NH 03444	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
EDUCATION & RESEARCH INSTITUTE 800 MARYLAND AVE NE WASHINGTON DC, DC 20002	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
FOUNDATION ENDOWMENT 611 CAMERON STREET ALEXANDRIA, VA 22314	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
FRANKLIN PIERCE UNNIVERSITY COLLEGE ROAD, PO BOX 60 RINDGE, NH 03461	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
FRIENDS OF LONGFELLOW HOUSE 105 BRATTLE STREET CAMBRIDGE, MA 02138	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	8,000.
FRIENDS OF THE ASHBROOK CENTER PO BOX 5192 ASHLAND, OH 44805	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
HEALTHY U OF DELMARVA 1308 CAMDEN AVE SALISBURY, MD 21801	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	40,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON DC, DC 20002	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
INSTITUTE OF WORLD POLITICS 1521 16TH ST NW WASHINGTON DC, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
INTERCOLLEGIATE STUDIES INSTITUTE PO BOX 4431 WILMINGTON, DE 19807	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.

JAMESTOWN FOUNDATION 1528 18TH STREET NW WASHINGTON, DC 20077	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
LEADERSHIP INSTITUTE PO BOX 650 FOREST, VA 10650	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
LOOMIS CHAFEE SCHOOL 4 BATCHELDER RD WINSOR, CT 06095	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
MARLBOROUGH HOSPITAL 157 UNION STREET MARLBOROUGH, MA 01752	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
MCCLEAN HOSPITAL 115 MILL STREET BELMONT, MA 02478	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
MCGOVERN INSTITUTE FOR BRAIN RESEARCH AT MIT MIT BUILDING 46-3160, 77 MASSACHUSETTS AVE CAMBRIDGE, MA	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
METRO WEST MEDICAL CENTER 115 LINCOLN STREET FRAMINGHAM, MA 01701	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
MMSC FOUNDATION 3 SOUTH 4TH AVE MARSHALLTOWN, IA 50158	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
MONADNOCK COMMUNITY HOSPITAL OLD STREET ROAD #452 PETERBOROUGH, NH 03458	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
NATIONAL CENTER ON FAMILY HOMELESSNESS 200 RESERVOIR STREET, SUITE 200 NEEDHAM, MA 02494	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.

HENDERSON FOUNDATION C/O BARCLAY HENDERS

04-6051095

NATIONAL RIGHT TO READ FOUNDATION PO BOX 490 THE PLAINS, VA 80490	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
NATIONAL STROKE ASSOCIATION 9707 EAST EASTER CABE ENGLEWOOD, CO 80112	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 99-101 NEWBURY STREET BOSTON, MA 02116	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	50,000.
NEWTON WELLESLEY MEDICAL CENTER 2014 WASHINGTON STREET NEWTON, MA 02462	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
RECOVERY WITHOUT WALLS PO BOX 591 WEST FALMOUTH, MA 02574	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
REED COLLEGE 3203 SE WOODSTOCK BOULEVRD PORTLND, OR 97202	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
SALISBURY UNNIVERSITY 1101 CAMDEN AVE SALISBURY, MD 21801	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	10,000.
SALVATION ARMY 147 BERKLEY STREET BOSTON, MA 02116	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	15,000.
SHADY HILL SCHOOL 178 COLLIDGE HILL CAMBRIDGE, MA 02138	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
ST. GABRIEL SCHOOL 77 BLOOMFIELD AVE WINSOR, CT 06095	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.

THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVENUE, NW WASHINGTON, DC 20009	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
THE PATRICK HENRY CENTER 11244 WAPLES MILL ROAD, SUITE H-2 FAIRFAX, VA 22030	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	1,000.
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	5,000.
YOUNG AMERICAN'S FOUNDATION BOX 65, WOODLAND ROAD STRELING, VA 22170	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	2,000.
RENBROOK SCHOOL 2865 ALBANY AVENUE WEST HARTFORD, CT 06117	NOT APPLICABLE UNRESTRICTED	PUBLIC CHARITY	3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			279,000.